

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC,¹

Debtor.

Chapter 11

Case No. 22-10602 (JKS)

Obj. Deadline: February 16, 2023 at 4:00 p.m. (ET)

**SUMMARY OF SEVENTH MONTHLY FEE APPLICATION OF SHULMAN BASTIAN
FRIEDMAN & BUI LLP, BANKRUPTCY COUNSEL TO THE DEBTOR, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM JANUARY 1, 2023 THROUGH JANUARY 31, 2023**

Name of Applicant:

Shulman Bastian Friedman & Bui LLP

Authorized to Provide
Professional Services to:

Debtor and Debtor in Possession

Date of Retention:

July 5, 2022 (effective July 5, 2022)

Period for which compensation
and reimbursement is sought:

January 1, 2023 through January 31, 2023

Amount of Compensation sought as
actual, reasonable and necessary
legal services rendered:

\$18,124.50

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary:

\$5.69

This is a(n): X monthly interim final application

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

PRIOR APPLICATIONS FILED

Dated Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
08/08/2022	7/5/2022 – 7/31/2022	\$89,666.00	\$41.05	\$89,666.00 (100%)	\$41.05 (100%)
09/08/2022	8/1/2022 – 8/31/2022	\$55,401.00	\$19.50	\$55,401.00 (100%)	\$19.50 (100%)
10/6/2022	9/1/2022 – 9/30/2022	\$32,427.50	\$0.00	\$32,427.50 (100%)	\$0.00 (100%)
TOTAL				\$177,494.50	\$60.55
11/7/2022	10/1/2022 – 10/31/2022	\$55,724.00	\$86.60	\$44,579.20 (80%)	\$86.60 (100%)
12/5/2022	11/1/2022 – 11/30/2022	\$32,389.50	\$64.60	\$25,911.60 (80%)	\$64.60 (100%)
1/5/2023	12/1/2022 – 12/31/2022	\$19,630.00	\$65.10	\$15,704.00 (80%)	\$65.10 (100%)

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**SEVENTH MONTHLY FEE APPLICATION OF SHULMAN BASTIAN FRIEDMAN &
BUI LLP, BANKRUPTCY COUNSEL TO THE DEBTOR, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM JANUARY 1, 2023 THROUGH JANUARY 31, 2023**

Shulman Bastian Friedman & Bui LLP (“SBFB”), general bankruptcy counsel to Agway Farm & Home Supply, LLC, the debtor and debtor in possession (the “Debtor”), hereby submits its monthly fee application (the “Application”) for entry of an order pursuant to section 331 of title 11 of the United States Code, 11 U.S.C. §§101 et seq., as amended (the “Bankruptcy Code”) granting interim compensation in the amount of \$18,124.50 and reimbursement of expenses in the amount \$5.69 for the period from January 1, 2023 through January 31, 2023 (the “Compensation Period”), and in support thereof, SBFB respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B).
2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

3. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

BACKGROUND

4. On July 5, 2022 (the “Petition Date”), the Debtor filed a voluntary petition with the United States Bankruptcy Court for the District of Delaware (the “Court”) for relief under chapter 11 of the Bankruptcy Code. The Debtor continues as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code while it completes its dissolution and winddown. On July 18, 2022, an official committee of unsecured creditors (the “Committee”) was appointed in this case. On November 9, 2022, a first amended notice of appointment of an official committee of unsecured creditors was filed. No trustee or examiner has been appointed.

5. On July 13, 2022, the Debtor filed a Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Administrative Compensation Motion”) [D.I. 54]. The deadline for filing objections to the Administrative Compensation Motion was 4:00 p.m. (ET) on July 27, 2022. No objections to the Administrative Compensation Motion were filed and on August 2, 2022 the Debtor submitted its Certification of Counsel and proposed form of order approving the Administrative Compensation Motion [D.I. 103]. On August 3, this Court entered an Order granting the Administrative Compensation Motion [D.I. 114].

6. On July 13, 2022, the Debtor filed an application seeking the retention and employment of Shulman Bastian Friedman & Bui LLP as bankruptcy counsel for the Debtor nunc pro tunc to the Petition Date [D.I. 50]. On August 3, 2022, this Court entered an Order

[D.I. 112] approving the retention of SBFB as bankruptcy counsel to the Debtor nunc pro tunc to the Petition Date.

7. Attached hereto as **Exhibit A** is a full and detailed statement describing the services rendered by each professional and paraprofessional at SBFB during the Compensation Period.

8. To apprise this Court of the legal services provided during the Compensation Period, SBFB sets forth the following summary of legal services rendered. The summary is intended only to highlight the general categories of services performed by SBFB on behalf of the Debtor; it is not intended to set forth each and every item of professional services which SBFB performed.

- **Estate Analysis**

This category includes time expended by SBFB in connection with addressing potential collection actions, including review and analysis of issues related to collection of accounts receivable and multiple conferences and correspondence related to same. This category includes preparation of a 9019 motion relating to settlement with Montpelier, including addressing issues relating to same and analysis of issues relating to the settlement agreement as raised by the Committee. This category further includes review and analysis of documents related to potential recoveries against transportation and IT providers. Lastly, this category includes revising/drafting of complaint for outstanding receivables.

SBFB expended 15.60 hours of time for a charge of \$5,769.50 services rendered with respect to matters relating to estate analysis.

- **Asset Disposition**

This category includes time expended by SBFB in connection with asset disposition. Such services included but are not limited to the following: (1) communications addressing vacating/turnover of the premises, (2) address issues relating to potential abandonment of laptops and computers, (3) address various lease issues, and (4) address sale of pallets left over at distribution centers.

SBFB expended 4.40 hours of time for a charge of \$1,753.50 for services rendered with respect to matters relating to asset disposition.

- **Business Operations**

This category includes time expended by SBFB in connection with addressing issues related to the Debtor's business operations. Such services included dealing with lease related matters, including communications with Committee counsel relating to revised sublease amendment. Such category further includes addressing issues relating to insurance, tax bills, and post closing matters.

SBFB expended 1.90 hours of time for a charge of \$1,048.50 for services rendered with respect to matters relating to business operations.

- **Case Administration**

This category includes time expended by SBFB in connection with (1) reviewing the Debtor's monthly operating report and communications addressing same, (2) addressing issues re rejection of contracts and status of moving records, (3) addressing issues relating to vacating all locations, (4) addressing insurance issues, (5) review and analysis of corporate governance issues and potential solutions to same, and (6) attending to various case administrative matters, calendaring of hearings and various related deadlines, and updating and maintaining case files.

SBFB expended 7.40 hours of time for a charge of \$3,704.00 for services rendered with respect to matters relating to case administration.

- **Claims Administration & Objections**

This category includes review and addressing issues relating to filed claims and transferred claims.

SBFB expended 1.60 hours of time for a charge of \$870.00 for services rendered with respect to matters relating to claims administration and objections.

- **Employee Benefits and Pension**

This category includes reviewing and exchanging correspondence related to the Debtor's 401k plan.

SBFB expended .10 hours of time for a charge of \$52.50 for services rendered with respect to matters relating to employee benefits and pension.

- **Fee Application**

This category includes time expended by SBFB in connection with reviewing and revising invoices in preparation of monthly fee applications, addressing issues relating to monthly fee applications, preparation of SBFB's December monthly fee application and in commencing drafting of this monthly fee application of SBFB. This category also includes review of RKE's fee application. Lastly, this category includes drafting of SBFB's second interim fee application.

SBFB expended 6.60 hours of time for a charge of \$2,260.00 for services rendered with respect to matters relating to fee application.

- **Plan and Disclosure Statement**

This category includes time expended by SBFB in connection with review and analysis relating to timing of plan process, and review and addressing issues related to plan structure. This category further includes addressing issues relating to extending exclusivity periods and the preparation of a second motion to extend the exclusivity periods.

SBFB expended 4.20 hours of time for a charge of \$2,109.00 for services rendered with respect to matters relating to plan and disclosure statement.

- **Employment**

This category includes time expended by SBFB in connection with the preparation of a supplemental declaration relating to SBFB's employment to disclose a pre-existing connection with the principal of a company that has purchased claims in the case.

SBFB expended .90 hours of time for a charge of \$557.50 for services rendered with respect to matters relating to employment.

9. The total sum due to SBFB for professional services rendered on behalf of the Debtor during the Compensation Period is \$18,124.50. SBFB submits that the professional services it rendered on behalf of the Debtor during this time were reasonable and necessary.

10. SBFB incurred \$5.69 of expenses during the Compensation Period. A chart detailing the specific disbursements is attached hereto as **Exhibit B**.

11. The undersigned hereby attests that he/she has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements, including that copying charges were only \$.10 per page.

WHEREFORE, SBFB hereby requests pursuant to the procedures allowed in the Administrative Compensation Order: (i) interim allowance of compensation for necessary and valuable professional services rendered to the Debtor in the amount of \$18,124.50 and reimbursement of expenses in the amount of \$5.69 for the period from January 1, 2023 through January 31, 2023; (ii) payment in the total amount of \$14,505.29 (representing 80% of the total fees (\$14,499.60) billed and 100% of the expenses \$5.69 incurred during the Application Period); and (iii) such other relief as this Court deems just and proper.

Dated: February 6, 2023

MORRIS JAMES LLP

/s/ Brya M. Keilson

Jeffrey R. Waxman (DE Bar No. 4152)

Brya M. Keilson (DE Bar No. 4643)

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-and-

**SHULMAN BASTIAN FRIEDMAN & BUI
LLP**

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Counsel for the Debtor and Debtor in Possession

VERIFICATION

Melissa D. Lowe, after being sworn according to law, deposes and says:

- a) I am a partner with the law firm of Shulman Bastian Friedman & Bui LLP.
- b) I have personally performed or am familiar with the services rendered by SBFB,
as counsel to the Debtor.
- c) I have reviewed the foregoing Fee Application and the facts set forth therein are
true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed
Local Rule 2016-2, and submit that the Fee Application complies with such Rule.

Dated: February 6, 2023

/s/ *Melissa D. Lowe*
Melissa D. Lowe